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COUNSEL TO THE REORGANIZED
DEBTORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Senior Care Centers, LLC, <i>et al.</i> , ¹	§	Case No. 18-33967 (BJH)
	§	
Reorganized Debtors.	§	(Jointly Administered)
	§	

**REORGANIZED DEBTORS' MOTION FOR FINAL
DECREE CLOSING CERTAIN CHAPTER 11 CASES**

Senior Care Centers, LLC, and its affiliated debtors (the “**Reorganized Debtors**,” and, prior to the Effective Date, as defined herein, the “**Debtors**”) hereby file this motion (this “**Motion**”) for entry of a final decree, substantially in the form attached hereto as Exhibit A (the “**Proposed Final Decree**”) closing the chapter 11 cases of those entities listed on Exhibit 1 to the Proposed Final Decree (collectively, the “**Closing Debtors**” or the “**Subsidiary Debtors**”). In support of this Motion, the Reorganized Debtors respectfully represent as follows:

¹ The Debtors in the Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief* [Docket No. 569] and may also be found on the Debtors’ claims agent’s website at <https://omnimgt.com/SeniorCareCenters>. The location of the Debtors’ service address is 600 North Pearl Street, Suite 1050, Dallas, Texas 75201.

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). This is a core proceeding within the meaning of 28 U.S.C. § 157(b). The Reorganized Debtors consent to entry of a final order under Article III of the United States Constitution.

2. Venue is proper in this district under 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are: sections 105 and 350(a) of title 11 of the United States Code (the “**Bankruptcy Code**”); Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); and Local Rule 3022-1.

BACKGROUND

4. On December 4, 2018 (the “**Petition Date**”), the Debtors filed voluntary petitions commencing cases for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”).²

5. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of Kevin O'Halloran, Chief Restructuring Officer of Senior Care Centers, LLC, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 25] (the “**First Day Declaration**”). First Day Declaration and fully incorporated herein by reference.

6. On December 14, 2018, the Office of the United States Trustee for the Northern District of Texas appointed an official committee of unsecured creditors in these Chapter 11 Cases (the “**Committee**”).

7. The Debtors’ claims, noticing, and administrative agent in these Chapter 11 Cases is Omni Agent Solutions (“**Omni**”). See *Order Authorizing Employment and Retention of Omni*

² Certain additional Reorganized Debtors filed voluntary petitions for relief on January 21, 2019 and May 20, 2019.

Management Group, Inc., as Claims, Noticing, and Administrative Agent, Nunc Pro Tunc to the Petition Date [Docket No. 102].

8. On March 28, 2019, the Court entered the *Order Establishing Bar Dates, Approving Form and Manner of Notice, and Approving Procedures for Filing Proofs of Claim* [Docket No. 766] (the “**Bar Date Order**”). Among other things, the Bar Date Order established May 15, 2019 at 4:00 p.m. (prevailing Central Time) as the general bar date (the “**General Bar Date**”) and July 20, 2019 at 4:00 p.m. (prevailing Central Time) as the governmental bar date (the “**Governmental Bar Date**”).

9. On October 25, 2019, the Debtors filed the *Notice of Filing of Solicitation Version of Disclosure Statement for the Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 2094] (the “**Solicitation Notice**”). Attached to the Solicitation Notice as Exhibit A, was the solicitation version of the *Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be further amended, modified, and/or supplemented, the “**Plan**”). On December 13, 2019, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 2376] (the “**Confirmation Order**”).³

10. On March 27, 2020 (the “**Effective Date**”), all conditions to the occurrence of the Effective Date set forth in the Plan and Confirmation Order were satisfied or waived in accordance therewith, and the Effective Date of the Plan occurred. On March 30, 2020, the *Notice of (I) Entry of Findings of Fact, Conclusions of Law, and Order Confirming Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, (II) Occurrence of the Effective Date,*

³ Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Confirmation Order, Plan, and Disclosure Statement.

and (III) *Bar Date Notice for Rejection Damages Claims, Administrative Claims and Professional Fee Claims* [Docket No. 2659] (the “**Effective Date Notice**”) was filed.

11. Pursuant to the Plan and Confirmation Order, the following additional bar dates were established: (1) the administrative claims bar date (the “**Administrative Claims Bar Date**”) of April 29, 2020; (2) the rejection damages claims bar date (the “**Rejection Damages Claims Bar Date**”) of April 29, 2020; and (3) the professional fees claims bar date (the “**Professional Fees Claims Bar Date**”), and together with the General Bar Date, the Governmental Bar Date, the Administrative Claims Bar Date, and the Rejection Damages Claims Bar Date, the “**Bar Dates**”).

12. The Plan and Confirmation Order provided for the substantive consolidation of the Debtors’ estates. *See* Section VI.A of the Plan and Confirmation Order ¶¶ KK and 26. Moreover, Section VI.A of the Plan provides that the Plan served as a motion for a final decree closing the Chapter 11 Cases of the Subsidiary Debtors.

RELIEF REQUESTED

13. By this Motion, the Reorganized Debtors request, pursuant to Bankruptcy Code section 350(a), Bankruptcy Rule 3022, and Local Rule 3022-1, entry of a final decree closing the Chapter 11 Cases of the Subsidiary Debtors *nunc pro tunc* to the Effective Date of March 27, 2020.

14. If the Court grants this Motion, the only remaining case will be that of Senior Care Centers, LLC (the “**Surviving Case**”). The Surviving Case will remain open to administer the substantially consolidated claims reconciliation process and allow the Unsecured Creditor Trust to pursue causes of action.

BASIS FOR RELIEF REQUESTED

15. Bankruptcy Code section 350(a) provides “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” Bankruptcy Rule 3022, which implements Bankruptcy Code section 350, further provides that “[a]fter an estate is fully

administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.”

16. The term “fully administered” is not defined in either the Bankruptcy Code or the Bankruptcy Rules. The Advisory Committee Note to Bankruptcy Rule 3022, however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;
- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtor or its successor has assumed the business or management of the property dealt with by the plan;
- e. whether payments under the plan have commenced;
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

17. “Although courts have generally used the Advisory Notes six factors to determine whether a case has been fully administered, these factors are not exhaustive nor must all six factors be present to establish that a case should be closed.” *In re Valence Technology, Inc.*, Case No. 12-11580-CAG, 2014 WL 5320632, at *3 (Bankr. W.D. Tex. Oct. 17, 2014). *See also In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 541 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Notes when deciding whether to close a case); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997); *Walnut Assocs. v. Sidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (“[A]ll of the factors in the Committee Notes need not be present before the Court will enter a final decree.”); *Greater Jacksonville Trans. Co. v. Willis (In re Greater Jacksonville Transp. Co.)*, 169 B.R. 221, 224

(Bankr. M.D. Fla. 1994) (“Even a cursory reading of [Bankruptcy Rule 3022] leaves no doubt that the entry of a final decree is merely a perfunctory, administrative event and nothing- more than a ministerial housekeeping act which was never designed to determine with finality the substantive rights of parties in interest involved in a Chapter 11 case. This should be evident from the fact that the final decree is entered without notice and hearing to anyone and could be entered even on the Court's own motion.”). In addition to the factors set forth in the Advisory Committee Notes, courts have considered whether the plan of reorganization has been substantially consummated. *See, e.g., In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case); *Walnut Assocs.*, 164 B.R. at 493 (same).

18. Here, the Chapter 11 Cases of the Subsidiary Debtors have been fully administered within the meaning of Bankruptcy Code section 350, making it appropriate for the Court to enter a final decree closing these cases. First, the Confirmation Order was entered on December 13, 2019 and become final. The Effective Date occurred on March 27, 2020. Second, all motions related to the Subsidiary Debtors have been resolved. The only remaining matters will be addressed in the Surviving Case pursuant to the terms of the Plan. Third, expenses arising from the administration of the Subsidiary Debtors Chapter 11 Cases, including professional fees, U.S. Trustee Fees, court fees, and other expenses have been paid or will be paid in the amounts due as soon as reasonably practical. Fourth, all transactions contemplated by the Plan closed on the Effective Date.

19. The Reorganized Debtors assert that *nunc pro tunc* relief is appropriate as the Confirmation Order served as the motion for a final decree and this Motion is simply the ministerial task of closing the estates. By its terms, the Plan served as a motion for a final decree for the

Subsidiary Debtors. After discussions with the U.S. Trustee, this Motion is filed out of an abundance of caution so that the ministerial task of closing the Subsidiary Debtors' cases is achieved.

NOTICE

20. Notice of this Motion shall be provided to: (a) the U.S. Trustee the Office of the United States Trustee for the Northern District of Texas; (b) the Office of the Attorney General of the states in which the Reorganized Debtors operate; (c) counsel to CIBC Bank USA; (d) counsel to the Unsecured Creditor Trustee; (e) the Internal Revenue Service; (f) the Department of Medicaid, Department of Health, and Division of Health Services Regulation in each state in which the Reorganized Debtors operate; and (g) those parties who have requested notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter an order, substantially similar to the form attached as Exhibit A, granting (i) the relief requested herein and (ii) such other and further relief as it deems just and proper.

Dated: February 23, 2021
Dallas, Texas

Respectfully submitted,

POLSINELLI PC

/s/ *Liz Boydston*

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Counsel to the Reorganized Debtors

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Senior Care Centers, LLC, <i>et al.</i> , ¹	§	Case No. 18-33967 (BJH)
	§	
Reorganized Debtors.	§	(Jointly Administered)
	§	

FINAL DECREE CLOSING CHAPTER 11 CASES

Upon the motion (the “**Motion**”)² of the Reorganized Debtors for entry of an order closing the bankruptcy cases of those entities listed on Exhibit 1 (collectively, the “**Closing Debtors**” or the “**Subsidiary Debtors**”); and the Court being satisfied that the Debtors’ estates has been fully administered within the meaning of Bankruptcy Code section 350; and the Court having reviewed the Motion; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. 157 and §§

¹ The Debtors in the Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief* [Docket No. 569] and may also be found on the Debtors’ claims agent’s website at <https://omningt.com/SeniorCareCenters>. The location of the Debtors’ service address is 600 North Pearl Street, Suite 1050, Dallas, Texas 75201.

² Capitalized Terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

1334(b); and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Debtors consent to entry of a final order under Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given, under the circumstances, and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore,

IT IS ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Chapter 11 Cases of the Debtors listed on Exhibit 1 shall be closed, effective as of March 27, 2020, as provided for in Bankruptcy Rule 3022.
3. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order, or as further described in the Plan.
4. Notwithstanding the possible application of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this order shall be immediately effective and enforceable upon its entry.
5. This Court shall retain jurisdiction over any and all matters arising from the interpretation, implementation, or enforcement of this Order.

End of Order

Order submitted by:

POLSINELLI PC

/s/ *Liz Boydston*

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-and-

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Counsel to the Reorganized Debtors

Exhibit 1

Debtor Name	Case No.
Alief SCC LLC	18-33987
Bandera SCC LLC	18-33989
Baytown SCC LLC	18-33992
Beltline SCC LLC	18-33996
Booker SCC LLC	18-33999
Bossier SCC LLC	18-34003
Bradford SCC LLC	18-34004
Brinker SCC LLC	18-34005
Brownwood SCC LLC	18-33968
Capitol SCC LLC	18-34006
CapWest-Texas LLC	18-34008
Cedar Bayou SCC LLC	18-34010
Clear Brook SCC LLC	18-34012
Colonial SCC LLC	18-34014
Community SCC LLC	18-33969
Corpus Christi SCC LLC	18-34016
Crestwood SCC LLC	18-34017
Crowley SCC LLC	18-33970
CTLTC Real Estate, LLC	18-34018
Fairpark SCC LLC	18-34020
Gamble Hospice Care Central, LLC	18-34022
Gamble Hospice Care Northeast, LLC	18-34025
Gamble Hospice Care Northwest, LLC	18-34027
Gamble Hospice Care of Cenla, LLC	18-34029
Green Oaks SCC LLC	18-33971
Harbor Lakes SCC LLC	18-33972
Harden HUD Holdco LLC	18-34032
Harden Non-HUD Holdco LLC	18-34035
Harden Pharmacy LLC	18-34036
Hearthstone SCC LLC	18-34037
Hewitt SCC LLC	18-33973
HG SCC LLC	18-34040
HHC Portland AL, LP	19-31719
Hill Country SCC LLC	18-34043
Holland SCC LLC	18-33974
Hunters Pond SCC LLC	18-34045
Jacksonville SCC LLC	18-34046
La Hacienda SCC LLC	18-34049
Lakepointe SCC LLC	18-34050
Major Timbers LLC	18-34052
Marlandwood East SCC LLC	18-34054
Marlandwood West SCC LLC	18-34058
Meadow Creek SCC LLC	18-34064
Midland SCC LLC	18-34065
Mill Forest Road SCC LLC	18-34066
Mission SCC LLC	18-33975
Mullican SCC LLC	18-34067

Mystic Park SCC LLC	18-34068
Normandie SCC LLC	18-34069
Onion Creek SCC LLC	18-34070
Park Bend SCC LLC	18-34071
Pasadena SCC LLC	18-34072
Pecan Tree SCC LLC	18-34073
Pecan Valley SCC LLC	18-34074
Pleasantmanor SCC LLC	18-34075
PM Management - Allen NC LLC	18-34076
PM Management - Babcock NC LLC	18-34077
PM Management - Cedar Park NC LLC	18-34078
PM Management - Corpus Christi NC II LLC	18-34079
PM Management - Corpus Christi NC III LLC	18-34080
PM Management - Corsicana NC II LLC	18-34081
PM Management - Corsicana NC III LLC	18-34082
PM Management - Corsicana NC LLC	18-34083
PM Management - Denison NC LLC	18-34084
PM Management - El Paso I NC LLC	18-34085
PM Management - Fredericksburg NC LLC	18-34086
PM Management - Frisco NC LLC	18-34087
PM Management - Garland NC LLC	18-33979
PM Management - Golden Triangle NC I LLC	18-33980
PM Management - Golden Triangle NC II LLC	18-33981
PM Management - Golden Triangle NC III LLC	18-33982
PM Management - Golden Triangle NC IV LLC	18-33983
PM Management - Killeen I NC LLC	18-33984
PM Management - Killeen II NC LLC	18-33985
PM Management - Killeen III NC LLC	18-33986
PM Management - Lewisville NC LLC	18-33988
PM Management - New Braunfels NC LLC	18-33990
PM Management - Park Valley NC LLC	18-33991
PM Management - Pflugerville AL LLC	18-33993
PM Management - Portfolio IX NC LLC	19-30253
PM Management - Portfolio V NC, LLC	19-30249
PM Management - Portfolio VI NC LLC	19-30250
PM Management - Portfolio VII NC LLC	19-30251
PM Management - Portfolio VIII NC LLC	19-30252
PM Management - Portland AL LLC	18-33994
PM Management - Portland NC LLC	18-33995
PM Management - Round Rock AL LLC	18-33997
PM Management - San Antonio AL LLC	19-30254
PM Management - San Antonio NC LLC	18-33998
Presidential SCC LLC	18-34000
Redoak SCC LLC	18-33976
Riverside SCC LLC	18-34001
Round Rock SCC LLC	18-34002
Rowlett SCC LLC	18-34007
Ruston SCC LLC	18-34009

RW SCC LLC	18-34011
Sagebrook SCC LLC	18-34013
San Angelo SCC LLC	18-34015
San Antonio SCC, LLC	19-30261
SCC Edinburg LLC	18-34019
SCC Hospice Holdco LLC	18-34021
SCC Senior Care Investments LLC	18-34023
SCC Socorro LLC	18-34024
Senior Care Center Management II LLC	18-34026
Senior Care Center Management LLC	18-34028
Senior Care Centers Home Health, LLC	18-34030
Senior Rehab Solutions LLC	18-34031
Senior Rehab Solutions North Louisiana LLC	18-34033
Shreveport SCC LLC	18-34034
Solutions 2 Wellness LLC	18-34038
South Oaks SCC LLC	18-34039
Springlake ALF SCC LLC	18-34041
Springlake SCC LLC	18-34042
Stallings Court SCC LLC	18-33977
Stonebridge SCC LLC	18-34044
Stonegate SCC LLC	18-33978
Summer Regency SCC LLC	18-34047
TRISUN Healthcare LLC	18-34048
Valley Grande SCC LLC	18-34051
Vintage SCC LLC	18-34053
West Oaks SCC LLC	18-34055
Western Hills SCC LLC	18-34056
Weston Inn SCC LLC	18-34057
Westover Hills SCC LLC	18-34059
Whitesboro SCC LLC	18-34060
Windcrest SCC LLC	18-34061
Windmill SCC LLC	18-34062
Wurzbach SCC LLC	18-34063